

RECORDATION NO. 17121-000
FILED

JUN 30 '09 -9 0 0 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 30, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: GATC Trust No. 90-2

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Partial Release, dated as of June 12, 2009 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease (GATC Trust No. 90-2) and other documents associated therewith previously filed with the Commission and the Board under Recordation Number 17121.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: Wilmington Trust Company (not in its individual capacity, but solely as Owner Trustee)
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

Security Trustee: The Bank of New York Mellon Trust Company, N.A., as successor-in-interest to
BNY Midwest Trust Company (not in its individual capacity, but solely as Security Trustee)
One Wall Street
New York, NY 10286

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A description of the railroad equipment covered by the enclosed document is:

3 railcars RELEASED: GATX 4170, GATX 4173 and GATX 65368.

A short summary of the document to appear in the index is:

Bill of Sale and Partial Release.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

JUN 30 '09 9 00 AM

BILL OF SALE AND PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 90-2 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 90-2) dated as of December 14, 1990 (the "Lease") between the Lessor and GATX Corporation, successor by merger to GATX Financial Corporation (the "Lessee") does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GATX 004170, GATX 004173 and GATX 065368 (the "Units") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease have terminated.

The Bank of New York Mellon Trust Company, N.A., successor-in-interest to BNY Midwest Trust Company, as Trustee (the "Security Trustee") under a Security Agreement - Trust Deed (GATC Trust 90-2) dated as of December 14, 1990 (the "Security Agreement") between the Lessor and the Security Trustee, hereby terminates, releases and discharges its security interest in the Units under the Security Agreement and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: June 12, 2009

Wilmington Trust Company, not in its individual capacity, but solely as Owner/Trustee

By: Jacqueline Solone
Title: Jacqueline Solone
Financial Services Officer

The Bank of New York Mellon Trust Company, N.A., as successor-in-interest to BNY Midwest Trust Company, not in its individual capacity, but solely as Security Trustee

By: _____
Title: _____

BILL OF SALE AND PARTIAL RELEASE

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 90-2 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 90-2) dated as of December 14, 1990 (the "Lease") between the Lessor and GATX Corporation, successor by merger to GATX Financial Corporation (the "Lessee") does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GATX 004170, GATX 004173 and GATX 065368 (the "Units") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease have terminated.

The Bank of New York Mellon Trust Company, N.A., successor-in-interest to BNY Midwest Trust Company, as Trustee (the "Security Trustee") under a Security Agreement - Trust Deed (GATC Trust 90-2) dated as of December 14, 1990 (the "Security Agreement") between the Lessor and the Security Trustee, hereby terminates, releases and discharges its security interest in the Units under the Security Agreement and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: June 12, 2009

Wilmington Trust Company, not in its
individual capacity, but solely as
Owner Trustee

By: _____
Title: _____

The Bank of New York Mellon Trust
Company, N.A., as successor-in-interest to
BNY Midwest Trust Company, not in its
individual capacity, but solely as
Security Trustee

By:  _____
Title: VICE PRESIDENT

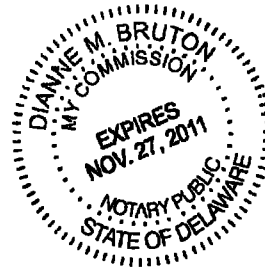
State of Delaware)
) SS:
County of New Castle)

On the 25th day of June, 2009, before me personally appeared Jacqueline Solone to me known, who being by me duly sworn, says that (s)he is a Financial Services Officer of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dianne M. Bruton
Notary Public

DIANNE M. BRUTON
Notary Public - State of Delaware
My Comm. Expires Nov. 27, 2011

[Notarial Seal]
My commission expires:



State of Illinois)
) SS:
County of Cook)

On the ___ day of _____, 2009, before me personally appeared _____, to me known, who being by me duly sworn, says that (s)he is a _____ of The Bank of New York Mellon Trust Company, N.A., as successor-in-interest N.A. BNY Midwest Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]
My commission expires:

State of Delaware)
) SS:
County of New Castle)

On the ____ day of _____, 2009, before me personally appeared _____, to me known, who being by me duly sworn, says that (s)he is a _____ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]
My commission expires:

State of Illinois)
) SS:
County of Cook)

On the 18th day of June, 2009, before me personally appeared J. BARTOLINI, to me known, who being by me duly sworn, says that (s)he is a VICE PRESIDENT of The Bank of New York Mellon Trust Company, N.A., as successor-in-interest N.A. BNY Midwest Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

T. Mosterd
Notary Public



[Notarial Seal]
My commission expires: 1/22/2013

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/30/09



Robert W. Alvord